
THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED

THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED

Regd Office:9th Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi 110 001
CIN: L95000DL1920PLC099621
Phone:011- 66561206

NOTICE

Notice is hereby given that the 118th Annual General Meeting of the Shareholders of THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED, will be held on Tuesday the 30th September, 2014, at 10.00 a.m. at the Registered Office of the Company at Hindustan Times House, 9th Floor, 18-20, Kasturba Gandhi Marg, New Delhi 110 001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March 2014, Statement of Profit and Loss for the year ended on that date and reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Priyavrat Bhartia(holding DIN-00020603), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Auditors of the company to hold office upto the conclusion of the Annual General Meeting to be held in calendar 2017, subject to the rectification by the shareholders at every Annual General Meeting, held in intervening period and to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Tolaram Chachan (holding DIN 00050558), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act , 2013 from a member proposing his candidature for the office of Director,be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to 31st March, 2019."

5. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

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"RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri Virendra Kumar Charoria (DIN 00046895), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to 31st March, 2019."

6. To consider and, if thought fit, to pass with or without modification the following resolution as an Special Resolution:

"**RESOLVED THAT** pursuant to section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorised to borrow money, from time to time at its discretion either from bank, financial institution or any other lending institution or persons on such terms and conditions as may be considered suitably by the Board of Directors up to a limit not exceeding in aggregate Rs 10 crores notwithstanding that the money to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's banker in the ordinary course of business), and the aggregate of its paid up capital and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution."

By Order of the Board
For The Birla Cotton Spinning
& Weaving Mills Limited

Place: New Delhi
Date: 12th August, 2014

V.K. Charoria
(Director)
DIN:00046895

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to this notice.

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2. The Register of Members of the Company shall remain closed from Monday the 25th August 2014 to Monday, 1st September 2014 both days inclusive
3. As required by the Listing Agreement entered into with the Stock Exchanges the relevant details of Shri Priyavrat Bhartia & Shri Tolaram Chachan, Director retiring by rotation and seeking reappointment under item no. 2 & 4 of the notice respectively are annexed herewith.
4. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
5. Physical copy of the Annual Report for 2013-14 is being sent to all the members whose addresses are registered with the Company for communication purposes .
6. Physical copy of the Notice of the 118th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members at their registered address which are registered with the Company for communication purposes.
7. **Voting through electronic means**

In compliance with provisions of Listing Agreement and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 118th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services(India) Limited :

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

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(vi) First time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvi) The voting period begins on 24th September 2014 at 9.00 a.m and ends on 25th September 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares in physical form, as on the cut-off date 1st September 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
8. The Securities of the Company are listed on the following Stock Exchanges:
- i. The Delhi Stock Exchange Association Ltd.
DSE House, 3/1, Asaf Ali Road,
New Delhi-110 002
 - ii. The Calcutta Stock Exchange Association Ltd.
7, Lyons Range, Kolkata 700 001
9. All documents referred to in the accompanying Notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays, upto and including the date of the Annual General Meeting.

By Order of the Board
For The Birla Cotton Spinning
& Weaving Mills Ltd.

Place: New Delhi
Date: 12th August, 2014

V.K. Charoria
(Director)
DIN:00046895

Explanatory Statement in respect of Special Business pursuant to Section 102 of the Companies Act,2013

ITEM NO.4

Shri Tolaram Chanchan joined the Board of Directors of the Company on 17th April, 1998, liable to retire by rotation. Shri Tolaram Chanchan has experience of more than 30 years in the field of Financial, Marketing & Investment Activities.

He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Tolaram Chanchan being eligible and is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Shri Tolaram Chanchan as a candidate for the office of Independent Director of the Company.

In the opinion of the Board, Shri Tolaram Chanchan fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri Tolaram Chanchan as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Tolaram Chanchan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Tolaram Chanchan as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Tolaram Chanchan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO.5

Shri Virendra Kumar Charoria joined the Board of Directors of the Company on 2th May, 1994. Shri Virendra Kumar Charoria has experience of more than 35 years in the field of Financial, Marketing Activities.

Shri Virendra Kumar Charoria is a fellow member of the Institute of Company Secretaries of India and holds various other educational qualification degrees i.e. B.Com(Hons), CMA and PGDBM. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Virendra Kumar Charoria being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Shri Virendra Kumar Charoria as a candidate for the office of Director of the Company.

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In the opinion of the Board, Shri Virendra Kumar Charoria fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri Virendra Kumar Charoria as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Virendra Kumar Charoria as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Virendra Kumar Charoria as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Virendra Kumar Charoria, being an appointee, none of the Directors and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO.6

The Company requires additional fund for it's smooth working. It is proposed to borrow money, from time to time at its discretion either from bank, financial institution or any other lending institution or persons on such terms and conditions as may be considered suitably by the Board of Directors up to a limit not exceeding in aggregate Rs 10 crores .

As per Section 180(1)(c) of the Companies Act, 2013, for borrowing in excess of the aggregate of paid up capital of the company and its free reserves company requires the approval of shareholders by way of an Special Resolution.

None of the Directors and key managerial personnel of your Company and their relatives is interested or concerned in this Resolution.

The Board of Directors commends the resolution for approval of the shareholders.

**By Order of the Board
For The Birla Cotton Spinning
& Weaving Mills Limited**

Virendra Kumar Charoria
(Director)

DIN:00046895

Address: C-305, Agrasen Apartment,
66 IP Extension, Patpar Ganj,
Delhi-110092

PROFILE OF DIRECTORS BEING APPOINTED

1. **Name:** Mr Tolaram Chachan
Age: 66 Years
Qualification: Pre University
Experience: more than 30 years in the field of Financial, Marketing & Investment Activities.

Other Directorship:

Name of the Company:

S.No	Name of the Company
1.	Deepshikha Trading Co Pvt Ltd
2.	Osm Investment & Trading Co Ltd
3.	Sangha Shree Investments & Trading Company Limited
4.	Uttam Commercial ltd.
5.	Champaran Marketing Co Ltd
6.	Manbhawani Investment Limited
7.	Yashovardhan Investment & Trading Company Limited
8.	Manavta Holdings Limited
9.	Rajpur Farms Limited
10.	RTM Properties Limited
11.	RTM Investment & Trading Co. Ltd.
12.	Samaj Electoraltrust Association

Membership of Committees:

S.No.	Name of Company	Committee	Designation
1	The Birla Cotton Spinning & Weaving Mills Limited	Audit	Member
2	The Birla Cotton Spinning & Weaving Mills Limited	Investor Grievance	Member

2. **Name:** Mr. Virendra Kumar Charoria
Age: 62 Years
Qualification: FCS, B.COM (Hons), CMA, PGDBM
Experience: Having more than 35 Years of Work Experience in the field of law,taxation,finance etc.and having 24 Years Of Work Experience with The Hindustan Times Limited in a professional capacity.

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Other Directorship:

Name of the Company:

S.No	Names of the Companies
1.	Paxton Trexim Private Limited
2.	Pramanand Commercial Private Limited
3.	The Hindustan Times Ltd
4.	HT Information Services Limited
5.	White Tide Amusement Limited
6.	Daily Marketing and Services Co Private Limited
7.	VPC Financial Services Private Limited
8.	HT Interactive Media Properties Limited
9.	BCM Holding Limited
10.	Birla Real Estate Limited
11.	Earthstone Investment & Finance Limited

Membership of Committees:

S.No.	Name of Company	Committee	Designation
1	The Birla Cotton Spinning & Weaving Mills Limited	Audit	Chairman
2	The Birla Cotton Spinning & Weaving Mills Limited	Investor Grievance	Chairman
3	The Hindustan Times Limited	Audit	Member

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Details of the Directors seeking re-appointment in the One hundred and Eighteen Annual General Meeting pursuant to Clause 49 of Listing Agreement with Stock Exchanges

Name of Director	Shri Priyavrat Bhartia	Shri Tolaram Chachan
Date of Birth	4th October 1976	2nd October 1947
Relationship with Other Directors interse	Brother of Shri Shamit Bhartia	Nil
Date of Appointment	June 29,1998	April 17, 1998
Expertise in specific functional areas	General Management & Business Leadership	Financial, Marketing & Investment Activities
Qualification	MBA	Pre University
No. of Equity Shares held in the Company	Nil	Nil
List of the other companies in which Directorships are held	<ol style="list-style-type: none"> 1. The Hindustan Times Limited 2. HT Media Limited 3. Hindustan Media Ventures Limited 4. Firefly e-Ventures Limited 5. HT Digital Media Holdings Limited 6. HT Education Limited 7. HT Mobile Solutions Limited 8. Jubilant Industries Limited 9. Jubilant Agri & Consumer Products Limited 10. BCM Holding Limited 11. Birla Real Estate Limited 12. Earthstone Investment & Finance Limited 13. Earthstone Holding(Two) Limited 14. Earthstone Holding(Three) Private Limited 	<ol style="list-style-type: none"> 1. RTM Properties Limited 2. OSM Investment & Trading Company Limited 3. Yashovardhan Investment & Trading Company Limited 4. Sangha Shree Investment & Trading Company Limited 5. Champaran marketing Company Limited 6. Rajpur Farms Limited 7. RTM Investment & Trading Company Limited 8. Manavta Holdings Limited 9. Manbhawani Investment Limited 10. Uttam Commercial Limited
List of committees of the Board of Directors (across all companies) in which Chairmanship /Membership is held	<p>Chairman</p> <ol style="list-style-type: none"> 1. Audit Committee of HT Digital Media Holdings Limited 2. Audit Committee of HT Mobile solutions Limited 	

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	Member	
	<ol style="list-style-type: none">1. Investor Grievance Committee of HT Media Limited2. Audit Committee of The Hindustan Times Limited3. Audit Committee of Firefly e-Ventures Limited4. Audit Committee of The Birla Cotton Spinning & Weaving Mills Limited5. Investor Grievance Committee of Jubilant Industries Limited6. Audit Committee of HT Education Limited7. Audit Committee of Hindustan Media Ventures Limited	

Note:

1. The Directorships held by Directors as mentioned above, do not include directorships of Foreign Companies, Section 8 Companies and Private Limited Companies.
2. Pursuant to Clause 49 of the Listing Agreement, only two Committees viz. Audit Committee and Shareholders Grievance Committee have been considered.

By Order of the Board
For The Birla Cotton Spinning & Weaving Mills Limited

Place: New Delhi
Date: 12th August, 2014

V.K. Charoria
(Director)
DIN:00046895
Address: C-305,
Agrasen Apartments,
66 I.P Extention,
Patparganj,
Delhi-110092